

BINGHAM, DANA & GOULD

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\$15

Rec. No. 16176-E

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(508) 420-0283

LONDON OFFICE  
011-44-71-799-2646

1-183A016

July 2, 1991

Interstate Commerce Commission  
Secretary of the Commission  
Room 2303  
12th Street & Constitution Avenue,  
Washington, D.C. 20423

Attn: Ms. Mildred Lee

Ladies and Gentlemen:

Enclosed for filing with the Commission pursuant to Section 11303(a) of Title 49 of the U.S. Code is one original executed and notarized copy of the document described below, and an extra certified copy of such document.

This document is a Release of the liens under a Security Agreement dated as of January 26, 1989, between Upper Merion and Plymouth Leasing Co., a Delaware corporation, as the debtor, and The First National Bank of Boston, as the secured party, covering the debtor's rolling stock and all other properties and rights of the debtor. It is a secondary document and releases a Security Agreement, a primary document, between Upper Merion and Plymouth Leasing Co., as debtor, and The First National Bank of Boston, as secured party.

The names and addresses of the parties to the Security Agreement and the Release are as follows. The debtor is Upper Merion and Plymouth Leasing Co., whose chief executive office is located at John Hancock Center, 875 North Michigan Avenue, Suite 1400, Chicago, Illinois 60611. The secured party is The First National Bank of Boston, whose head office is located at 100 Federal Street, Boston, Massachusetts 02110.

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INTERSTATE COMMERCE COMMISSION

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*C. Dwyer*

BINGHAM, DANA & GOULD

Interstate Commerce Commission  
July 2, 1991  
Page 2

This Release releases all of the collateral covered by the Security Agreement which was filed with the Commission on January 26, 1989 as document No. 16176.

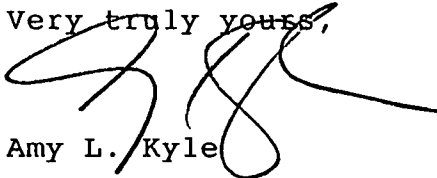
A short summary of the document to appear in the index is as follows:

"Release dated as of July 2, 1991 releasing the lien under a Security Agreement dated as of January 26, 1989 and recorded as document No. 16176 between Upper Merion and Plymouth Leasing Co., as the debtor and The First National Bank of Boston, as the secured party, releasing all of the collateral covered by the Security Agreement."

Also enclosed is a check in the amount of fifteen dollars payable to the Interstate Commerce Commission, to cover the recording fee prescribed by the Commission in its rules and regulations.

Would you please acknowledge receipt of the enclosed document at your earliest convenience by returning to the undersigned, in the enclosed self-addressed, stamped envelope, the copy of the Amendment to the Security Agreement, along with the duplicate of this letter of transmittal.

Very truly yours,

A handwritten signature in black ink, appearing to be 'Amy L. Kyle', written over the typed name.

Amy L. Kyle

ALK/pr:9066X  
Enclosure

Interstate Commerce Commission  
Washington, D.C. 20423

7/2/91

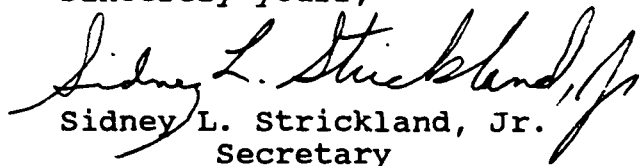
OFFICE OF THE SECRETARY

Amy L. Kyle  
Bingham, Dana & Gould  
150 Federal Street  
Boston, MA. 02110

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/2/91 at 7/2/91, and assigned recordation number(s). 16240-M &

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

Release of Security Agreement  
Dated as of January 26, 1989

RECORDED BY 16176-E FILED 1403

JUL 2 1991 - 11 55 PM

RELEASE, dated as of July 1, 1991 by and between <sup>INTERSTATE SA</sup> ~~Upper Merion~~ Merion and Plymouth Leasing Co. ("UMPL") a Delaware corporation and The First National Bank of Boston, a national banking association, (the "Bank") under a certain Agreement dated as of January 26, 1989 (the "Loan Agreement").

WHEREAS, UMPL, on the one hand and the Bank, on the other hand, are parties to a Security Agreement dated as of January 26, 1989, as amended (the "Security Agreement").

WHEREAS, UMPL has repaid all amounts owing under the Loan Agreement and all commitments under the Loan Agreement have been terminated, and the Bank has therefore agreed to release the lien of the Security Agreement;

NOW, THEREFORE, in consideration of the foregoing premises, the parties hereby agree as follows:

1. The lien on Rolling Stock and other assets of UMPL created by the Security Agreement is hereby released.

2. This Release shall become effective as of the date hereof upon receipt by UMPL of a counterpart of this Release duly executed by the Bank.

IN WITNESS WHEREOF, the Bank has caused this Release to be executed by its duly authorized officer as of the date first set forth above.

THE FIRST NATIONAL BANK  
 OF BOSTON

By: *Michael T. Y. Hwa*

COMMONWEALTH OF MASSACHUSETTS )  
 ) ss.  
 COUNTY OF )

On this 2<sup>nd</sup> day of July, 1991, before me personally appeared Michael T. Y. Hwa, to me personally known, who, being by me duly sworn, says that he is VICE-PRESIDENT/DIRECTOR of The First National Bank of Boston, and that he is duly authorized to sign the foregoing instrument on behalf of said banking association, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said banking association.

*James F. Higgins Jr.*  
 Notary Public

My commission expires:

JAMES F. HIGGINS JR.

Notary Public

My Commission Expires Mar. 28, 1997